**BOARD RESOLUTION OF [YOUR COMPANY NAME]**

**ESTABLISHMENT OF A COMMITTEE FOR AN ANNUAL PERFORMANCE REVIEW**

**DATE PASSED:**

# ESTABLISHMENT OF A COMMITTEE FOR AN ANNUAL PERFORMANCE REVIEW

WHEREAS the Board has introduced policies for the evaluation of both [NAME OF YOUR COMPANY]’s President and its Inspector General; and

WHEREAS a committee of the Board to carry out the annual performance evaluations of the Inspector General and President, is required,

RESOLVED that the Board hereby establishes a committee of the Board, to be known as the *Annual Performance Review Committee*;

RESOLVED FURTHER that, consistent with section [SECTION] of the Bylaws of [COMPANY], the Board hereby delegates to the Board Chair the authority to appoint Directors to serve on the herein-established *Annual Performance Review Committee*, and to designate a Director to serve as Chair of the committee; and

RESOLVED FURTHERthat the herein-established *Annual Performance Review Committee* is charged with conducting, consistent with the policies and procedures adopted by the Board as may be in effect at the time of the review, annual performance reviews of the President and Inspector General for referral thereof to the Board for its consideration and final action; and

RESOLVED FURTHER that the officers of [COMPANY] are, and each acting alone is, hereby authorised and directed to take such further action as may be essential, appropriate or advisable to implement this resolution and amendment and any such prior actions are hereby ratified; and

We, the undersigned, hereby certify that [COMPANY] is comprised [NUMBER] members, of whom [NUMBER], constituting *a quo*rum, were present at a meeting duly and regularly called, noticed, convened and held this [DAY] day of [MONTH, YEAR], and that the foregoing Resolution was duly adopted at said meeting by the affirmative vote of [NUMBER] members, and opposed by [NUMBER] members, and that said Resolution has been duly recorded in the Minute Book and is in full force and effect.

[DIRECTOR]

[DIRECTOR]

[DIRECTOR]